

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE SUNEDISON, INC. SECURITIES
LITIGATION

Civil Action No. 1:16-md-2742

KEARNY INVESTORS S.À.R.L., POWELL
INVESTORS L.P., and POWELL INVESTORS II
LIMITED PARTNERSHIP,

Civil Action No. 1:16-cv-09566-PKC

Plaintiffs,

vs.

GOLDMAN SACHS & CO., DEUTSCHE BANK
SECURITIES INC., J.P. MORGAN
SECURITIES LLC, MACQUARIE CAPITAL
(USA) INC., MERRILL LYNCH, PIERCE,
FENNER & SMITH INCORPORATED,
MORGAN STANLEY & CO. LLC, ANTONIO R.
ALVAREZ, PETER BLACKMORE, AHMAD
CHATILA, CLAYTON DALEY, JR.,
EMMANUEL HERNANDEZ,
GEORGANNE C. PROCTOR, STEVEN
TESORIERE, MARTIN TRUONG, JAMES B.
WILLIAMS, BRIAN WUEBBELS, and RANDY
H. ZWIRN,

Defendants.

CANYON CAPITAL ADVISORS LLC,
CANYON BALANCED MASTER FUND, LTD.,
CANYON CAPITAL ARBITRAGE MASTER
FUND, LTD., CANYON-GRF MASTER FUND
II, L.P., CANYON VALUE REALIZATION
FUND, L.P., and THE CANYON VALUE
REALIZATION MASTER FUND, L.P.,

Civil Action No. 1:16-cv-09171-PKC

Plaintiffs,

vs.

ANTONIO R. ALVAREZ, PETER
BLACKMORE, AHMAD CHATILA, CLAYTON
DALEY JR., EMMANUEL HERNANDEZ,
GEORGANNE PROCTOR, STEVEN
TESORIERE, MARTIN TRUONG, JAMES B.
WILLIAMS, BRIAN WUEBBELS, RANDY H.
ZWIRN, GOLDMAN SACHS & CO.,
DEUTSCHE BANK SECURITIES INC., J.P.
MORGAN SECURITIES LLC, MACQUARIE
CAPITAL (USA), INC., MERRILL LYNCH,
PIERCE, FENNER & SMITH INCORPORATED,
and MORGAN STANLEY & CO. LLC,

Defendants.

CANYON CAPITAL ADVISORS LLC and
EP CANYON LTD. (f/k/a PERMAL CANYON
IO LTD.),

Plaintiffs,

vs.

ANTONIO R. ALVAREZ, PETER
BLACKMORE, AHMAD CHATILA, CLAYTON
DALEY JR., EMMANUEL HERNANDEZ,
GEORGANNE PROCTOR, STEVEN
TESORIERE, MARTIN TRUONG, JAMES B.
WILLIAMS, BRIAN WUEBBELS, RANDY H.
ZWIRN, GOLDMAN SACHS & CO.,
DEUTSCHE BANK SECURITIES INC., J.P.
MORGAN SECURITIES LLC, MACQUARIE
CAPITAL (USA), INC., MERRILL LYNCH,
PIERCE, FENNER & SMITH INCORPORATED
and MORGAN STANLEY & CO. LLC,

Defendants.

Civil Action No. 1:16-cv-09172-PKC

STIPULATION AND [PROPOSED] ORDER

Kearny Investors S.à r.l., Powell Investors L.P., and Powell Investors II Limited
Partnership (collectively, the “Kearny Plaintiffs”); Canyon Capital Advisors LLC, Canyon

Balanced Master Fund, Ltd., Canyon Capital Arbitrage Master Fund, Ltd., Canyon-GRF Master Fund II, L.P., Canyon Value Realization Fund, L.P., The Canyon Value Realization Master Fund L.P., and EP Canyon Ltd. (f/k/a Permal Canyon IO Ltd.) (collectively, the “Canyon Plaintiffs” and, together with the Kearny Plaintiffs, the “Plaintiffs”); Deutsche Bank Securities Inc., Goldman, Sachs & Co. (n/k/a Goldman Sachs & Co. LLC), JP Morgan Securities LLC, Macquarie Capital (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Morgan Stanley & Co., LLC (collectively, the “Underwriter Defendants”); and Antonio R. Alvarez, Peter Blackmore, Ahmad Chatila, Clayton Daley, Jr., Emmanuel Hernandez, Georganne C. Proctor, Steven Tesoriere, Martin Truong, James B. Williams, Brian Wuebbels, and Randy H. Zwirn (collectively, the “Individual Defendants” and together with the Underwriter Defendants, the “Defendants”) hereby stipulate, by and through their respective counsel, as follows:

WHEREAS, on January 15, 2019, the Court entered an Order (Dkt. 553) extending to August 15, 2019 the deadlines for (i) Defendants to complete fact discovery of Plaintiffs, (ii) Plaintiffs to take limited additional fact depositions of Defendants, and (iii) the parties to take discovery of third parties;

WHEREAS, the parties have been actively engaged in written and document discovery since the Court’s January 15, 2019 Order, and Plaintiffs have substantially completed their document production;

WHEREAS, on January 9, 2019, Plaintiffs served their First Set of Interrogatories on all Defendants;

WHEREAS, on June 25, 2019, Defendants served 30(b)(6) deposition notices on Plaintiffs;

WHEREAS, on June 26, 2019, Defendants identified for Plaintiffs eight fact witnesses to whom they planned to issue deposition notices or, if required, subpoenas, and served such notices or subpoenas on Plaintiffs' counsel on July 15, 2019;

WHEREAS, on July 25, 2019, Plaintiffs served on counsel for the Underwriter Defendants 30(b)(6) deposition notices for two of the underwriters;

WHEREAS, on or around June 28, 2019, Plaintiffs informed Defendants that Plaintiffs intended to seek leave to file second amended complaints in the above-captioned actions (the "Proposed Amended Complaints");

WHEREAS, the parties subsequently conferred and agreed that it would serve judicial economy, while conserving the parties' resources and witnesses' time, for the parties to refrain from taking fact depositions until the Proposed Amended Complaints are filed;

WHEREAS, on August 6, 2019, Plaintiffs filed a pre-motion letter (Dkt. 638) in support of their request for leave to file the Proposed Amended Complaints, and, on August 9, 2019, the Court Ordered Defendants to respond to Plaintiffs' pre-motion letter by September 4, 2019 (Dkt. 639);

WHEREAS, the Proposed Amended Complaints seek to assert, among other things, categories of alleged misstatements and omissions beyond those previously sustained by the Court in its March 6, 2018 motion to dismiss decision (the "March 6 Decision") and additional evidence that supports the alleged misstatements and omissions that the Court sustained in the March 6 Decision. Defendants are evaluating whether they believe additional discovery from Plaintiffs or third parties would be necessary in the event the Court allows Plaintiffs to file the Proposed Amended Complaints; and

WHEREAS, the parties agree that, in any event, additional time is needed to complete fact discovery;

IT IS HEREBY STIPULATED AND AGREED, by the undersigned counsel on behalf of the Parties, as follows:

- i. The parties' deadline to complete fact discovery, including the deadline for Plaintiffs to take additional fact depositions, the deadline for the parties to take discovery from third parties, and the Underwriter Defendants' deadline to provide amended verified responses to Interrogatories 1, 5–10, 14, and 23, subject to all objections, which are expressly reserved, shall be November 15, 2019;
- ii. The parties' deadline to meet and confer on a schedule for expert discovery shall be October 31, 2019;
- iii. aside from the extensions provided for herein, any limitations respecting the depositions that Plaintiffs and Defendants are entitled to take in the above-captioned actions, as set forth in the October 5, 2018 Stipulation and Order (Dkt. 484), shall remain in effect; and
- iv. The parties reserve all rights respecting any claim by Defendants that they have a right to assert in the future that the automatic stay provision under the Private Securities Litigation Reform Act applies to any new claims and/or allegations that Plaintiffs purport to assert in their Proposed Amended Complaints, as set forth in paragraph (i) of the parties' stipulation (so-ordered by this Court on October 5, 2018 (Dkt. 484)).

The parties hereby consent to the proposed order.

DATED: August 15, 2019

Stipulated and agreed to by:

/s/ Andrew J. Rossman

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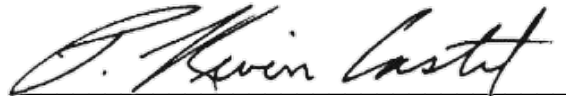
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Attorneys for Defendant Peter Blackmore

SO ORDERED.

This 16 day of August, 2019.



P. Kevin Castel
United States District Judge